

**ARTICLES OF ORGANIZATION  
OF  
MERIDIAN MARKETPLACE, L.L.C.**

Pursuant to the Provisions of Act No. 93-724 of the 1993 Alabama Legislature, the undersigned hereby adopt the following Limited Liability Company Articles of Organization:

**ARTICLE I**

NAME

MERIDIAN MARKETPLACE, L.L.C.

**ARTICLE II**

DURATION

The term shall expire on December 31, 2047, unless the Company shall be sooner dissolved and its affairs wound up in accordance with the Alabama Limited Liability Company Act or the Operating Agreement.

**ARTICLE III**

PURPOSES

The Limited Liability Company has been organized for the following purposes:

To operate, conduct and maintain a business engaged in the acquisition, development, and management of real estate and to engage in any lawful business permitted under Alabama law as may be agreed upon by the Members.

**ARTICLE IV**

REGISTERED AGENT/OFFICE

The location and street address of the initial registered office shall be at 2100 Riverchase Center, Suite 230A, Birmingham, Alabama 35244, and its registered agent at such address shall be SRC Realty, L.L.C.

**ARTICLE V**

INITIAL MEMBERS

The names and addresses of the initial Members are:

Inst # 1997-38699

Inst # 1997-38699

11/26/1997-38699  
12:38 PM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
003 HCD 80.00

| <u>Name</u>                  | <u>Address</u>  |
|------------------------------|---|
| SRC Realty, L.L.C.           | 2100 Riverchase Center<br>Suite 230A<br>Birmingham, Alabama 35244 |
| Southmark Properties, L.L.C. | 100 Centerview Drive<br>Suite 120<br>Birmingham, Alabama 35216    |

## ARTICLE VI

The names and addresses of the managers who are to serve until the first annual meeting of Members or until their successors are elected and qualified are:

| <u>Name</u>                  | <u>Address</u>  |
|------------------------------|---|
| SRC Realty, L.L.C.           | 2100 Riverchase Center<br>Suite 230A<br>Birmingham, Alabama 35244 |
| Southmark Properties, L.L.C. | 100 Centerview Drive<br>Suite 120<br>Birmingham, Alabama 35216    |

## ARTICLE VII

The Members may permit the admission of Additional Members upon the unanimous consent of all the Members of the Company.

## ARTICLE VIII

The Dissociation of any Member shall constitute a Dissolution Event, unless the business of the Company is continued upon the written consent of all of the remaining Members within ninety days after such Dissociation and provided there are at least two remaining Members, or at least one remaining Member and a new Member is admitted.

IN WITNESS WHEREOF, the undersigned members, constituting all of the initial members, have executed these Articles of Organization, on this, the 25<sup>th</sup> day of November 1997.

**SRC REALTY, L.L.C.**

Lew M. Forshee  
Notary Public

My Commission expires: 8-14-99

By: E. Paul Strempe [SEAL]  
E. Paul Stempel, Jr., Member  
Telecopier Number: (205) 988-4585

Lew M. Forshee  
Notary Public

My Commission expires: 8-14-99

By: Rick L. Griffith [SEAL]  
Rick L. Griffith, Member  
Telecopier Number: (205) 988-4585

**SOUTHMARK PROPERTIES, L.L.C.**

Sharman Huffstetler  
Notary Public

My Commission expires: \_\_\_\_\_

Sharman Huffstetler  
Notary Public State of Alabama at Large.  
My Commission Expires: Oct. 8, 2001.

By: James A. Bruno [SEAL]  
James A. Bruno, Its Manager  
Telecopier Number: (205) 823-0518

Inst # 1997-38699

This instrument was prepared by  
MARJORIE O. DABBS  
MARTIN, DRUMMOND & WOOSLEY, P.C.  
2204 Lakeshore Dr., Ste. 130  
BIRMINGHAM, ALABAMA 35209

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